



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 7
901 NORTH 5TH STREET
KANSAS CITY, KANSAS 66101

February 17, 2009

Ms. Dava Kaitala
General Attorney
BNSF Railway Company
P.O. Box 961039
Fort Worth, Texas 76161-0039

Re: Beatrice Former Manufactured Gas Plant Site
Beatrice, Gage County, Nebraska

Dear Ms. Kaitala:

The Environmental Protection Agency (EPA) has received BNSF Railway Company's (BNSF) response to the December 18, 2008 notice of potential liability with respect to the above-referenced site. EPA appreciates BNSF's willingness to enter into negotiations to resolve its potential liability in this matter.

As you know, EPA has previously entered into a Settlement Agreement and Consent Order (Consent Order) with Centel Corporation and the City of Beatrice, Nebraska regarding the site. Pursuant to the Consent Order, Centel and the City are performing an engineering evaluation and cost analysis (EE/CA) to determine the nature and extent of the contamination at the site and identify cleanup alternatives. EPA recommends that you contact counsel representing Centel and the City for more information regarding the response action and to discuss BNSF's involvement in the response action presently underway. The attorney for Centel Corporation is:

Scott Young
Polsinelli Shalton Welte and Seulhaus PC
6201 College Boulevard, Suite 500
Overland Park, Kansas 66211-2423
(913) 234-7426

40337401



Superfund



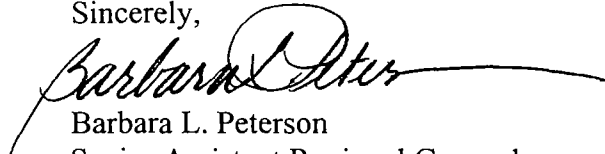
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The attorney for the City of Beatrice is:

K.C. Engdahl
Engdahl Johnson
1625 Farnam Street, Suite 300
Omaha, Nebraska 68102
402) 934-9499

Further, BNSF is encouraged to contact EPA by March 6, 2008 to indicate if an agreement has been reached regarding BNSF's involvement in the response action. If such an agreement is reached, the existing Settlement Agreement and Consent Order will be amended as necessary and appropriate and sent to the parties for signature.

Sincerely,



Barbara L. Peterson
Senior Assistant Regional Counsel

cc: Kevin Larson
Scott Young
K.C. Engdahl